

California Public Employees' Retirement System

CONSULTANT CONFLICT OF INTEREST PROTOCOL (Effective June 13, 2005)

This Protocol shall be effective immediately upon adoption, and supersedes all previous policies and protocols on this subject. However, this Protocol does not supersede and is meant to supplement any applicable provisions of state or federal law, including the Political Reform Act (Cal. Gov. Code sec. 87200 et seq.) and Government Code sections 20152.5 and 20153.

I. STRATEGIC OBJECTIVES AND PURPOSE

The Board of Administration of the California Public Employees' Retirement System (CalPERS) has a constitutional duty to administer the System in accordance with its fiduciary responsibility to CalPERS' participants and beneficiaries. In administering its investment programs, CalPERS has determined it is appropriate to retain Consultants to facilitate the implementation of its investment programs. These Consultants provide CalPERS with technical expertise and advice in specialized areas. In addition to serving CalPERS, CalPERS' Consultants may have economic or personal interests that may not be fully aligned with CalPERS' interests. The purposes of this Protocol are (1) to assure that the information and advice CalPERS receives from its Consultants is impartial; (2) to outline a system whereby Consultants disclose to CalPERS those circumstances that may create actual, potential or perceived Conflicts of Interest; and (3) to set forth a process for CalPERS to evaluate the disclosures to determine whether assignments should be precluded.

II. DEFINITIONS

The following definitions apply to terms as used in this Protocol:

- A. "Conflict of Interest" or "Conflict" includes those circumstances that create an actual conflict with the Consultant's duty (consistent with fiduciary standards of care) to provide investment advice that is aligned solely with the best interests of CalPERS' plan participants and beneficiaries. A Conflict exists when a Consultant knows or has reason to know that he or she, his or her spouse, or a close relative, domestic partner or other significant personal or business relationship of the Consultant, has a financial or other interest that is likely to bias the Consultant's evaluation of or advice with respect to a transaction or assignment on behalf of CalPERS.
- B. "Consultant" refers to individuals or firms, and includes Key Personnel of Consultant firms, who are contractually retained or have been appointed to a pool by CalPERS to provide investment advice to CalPERS but who do not exercise investment discretion.

- C. “Disclosable Interest” is any interest or circumstance that may give rise to an actual, potential or perceived Conflict including, without limitation, the Disclosable Interests described in Section III.A.
- D. “Key Personnel” refers to those persons identified by the Consultant who will exercise a significant role in providing to CalPERS the services required under an assignment or contract.
- E. “Staff” refers to CalPERS Investment Office staff.

III. DISCLOSURE RESPONSIBILITIES OF CONSULTANTS

- A. In its response to a Request for Proposal (“RFP”), Consultant shall generally identify in writing the circumstances and nature of all Disclosable Interests.

The following examples illustrate Disclosable Interests that a Consultant should disclose to CalPERS. This list is not exhaustive of the situations that may constitute a Disclosable Interest:

- The Consultant has an existing or reasonably expected financial relationship with a placement agent who also serves as a placement agent for an investment opportunity that the Consultant knows or has reason to know is under consideration by the CalPERS Investment Office.
- The Consultant is engaged or compensated by another person or entity in connection with an investment or capital commitment by CalPERS while engaged by CalPERS on the same matter.
- The Consultant recommends its own proprietary products and services, including, e.g., indices and benchmarks, screening tools, or investment related software, even if there is no direct financial gain to Consultant from CalPERS use of the proprietary products or services.
- The Consultant enters into a business arrangement that is competitive with CalPERS’ interests in a specific assignment or transaction under consideration by the Investment Office.
- The Consultant accepts revenues, soft dollars or non-cash, in-kind benefits or perquisites from investment managers or acts as a securities broker that is engaged by CalPERS.

- B. In addition, at the time of a specific assignment Consultant shall generally identify in writing to CalPERS Staff identified in the contract:
- The circumstances and nature of all Disclosable Interests that exist pertinent to the specific assignment, recommendation, advice or other service.
 - Whether and under what circumstances the Disclosable Interest is likely to give rise to an actual Conflict.
 - Suggestions of ways to handle or manage the circumstances of the Disclosable Interest in order to prevent the Disclosable Interest from resulting in an actual Conflict.

The disclosures required under this paragraph must be made prior to the time Consultant provides the services that give rise to the Disclosable Interest.

- C. Once a Disclosable Interest has been disclosed, the Consultant will promptly update CalPERS in writing of any changes in circumstances that affect the Disclosable Interest.
- D. In following this Protocol, Consultants are to consider the spirit as well as the literal expression of this policy, by taking ongoing responsibility for scrutinizing their activities and transactions for Disclosable Interests and making appropriate disclosures. In cases where the Consultant is unsure whether a Disclosable Interest exists, the situation or circumstances should be disclosed.

IV. PROTOCOL FOLLOWING DISCLOSURES

- A. Staff shall review all information presented by Consultants in accordance with Section III above and may request additional information, if warranted. If upon review of the information provided, Staff desires additional information, the Consultant will promptly provide the additional information requested.
- B. Staff, and if appropriate the CalPERS Legal Office, will analyze each Disclosable Interest to determine:
- Whether an actual Conflict currently exists, in which case, the assignment will be precluded.
 - If an actual Conflict does not currently exist, how likely it is that the Disclosable Interest will in the future give rise to an actual Conflict; and
 - If an actual Conflict does not currently exist, whether there are any ways of handling or managing the circumstances of the Disclosable Interest in order to prevent the Disclosable Interest from resulting in an actual Conflict in the future. In addition, Staff will analyze on a case-by-case basis whether

the Disclosable Interest is of a level of severity (either by itself or in combination with other Disclosable Interests) which warrants consideration or action by the Investment Committee. Otherwise, Staff will instruct the Consultant of any additional action it deems necessary or appropriate to handle or manage the Disclosable Interest so that it does not give rise to an actual Conflict.

- C. In all instances, Staff shall document its conclusions made in Section IV.B., above.

V. PROACTIVE RESPONSIBILITIES OF STAFF

- A. Whenever appropriate, and at a minimum once per year, Staff will review with each of its Consultants all Disclosable Interests, to discuss their on-going and cumulative effect.
- B. Staff shall annually or, as needed, provide to the Investment Committee a summary of the types of Disclosable Interests disclosed by the Consultants in the prior year and the actions taken by Staff in response to the Disclosable Interests.
- C. This Protocol shall be incorporated and included as an attachment to all RFPs and contracts between CalPERS and Consultants.